



CANADIAN WESTERN BANK

Mandate of a Committee Chair

Approved August 27, 2020

The Board of Directors (the **Board**) of Canadian Western Bank (the **Bank**) may establish committees to assist the Board in executing its duties. Currently, the Board has established the Audit Committee, the Governance and Conduct Review Committee, the Human Resources Committee and the Risk Committee. The Board will appoint a Chair for each of the Committees.

1.0 Committee Affairs

The Chair of each Committee will:

- 1.1 chair meetings of the Committee;
- 1.2 manage the affairs of the Committee, including ensuring the Committee functions effectively and meets its obligations and responsibilities;
- 1.3 facilitate the functioning of the Committee independently of management;
- 1.4 conduct *in camera* sessions of the members of the Committee at each Committee meeting and conduct additional *in camera* sessions as required;
- 1.5 provide the Committee's report to the Board;
- 1.6 meet proactively with all Committee members and seek their feedback on Committee matters;
- 1.7 maintain regular interaction with management to ensure the Committee has the appropriate information and access to resources to fulfil its obligations and responsibilities;
- 1.8 ensure the Committee receives adequate and timely information and notice of meetings;
- 1.9 ensure that sufficient time is allotted during Committee meetings for effective discussion of agenda items and key issues and concerns; and
- 1.10 act as a contact for, and meet with, representatives of the Office of the Superintendent of Financial Institutions, if required, or any other third party deemed appropriate by the Board.

2.0 Audit Committee

In addition to the duties set out above in Section 1.0, the Chair of the Audit Committee will:

- 2.1 act as a contact for employees and third parties who wish to raise concerns or questions regarding questionable audit or accounting matters;
- 2.2 act as a contact for the external auditors;
- 2.3 maintain a process for direct interaction with the Chief Internal Auditor on issues concerning internal controls or responsibilities/reporting under the Internal Audit Scope approved by the Committee;

- 2.4 provide feedback to the Chief Financial Officer and act as a sounding board relating to accounting issues, financial statement presentation and matters of corporate governance relating to the Committee;
- 2.5 approve on behalf of the Committee the hiring by the Bank of certain external auditor personnel; and
- 2.6 pre-approve any services performed by the external auditors that were not previously approved by the Committee.

3.0 Governance and Conduct Review Committee

In addition to the duties set out above in Section 1.0, the Chair of the Governance and Conduct Review Committee will:

- 3.1 provide support to the investigation of a reported ethical issue, as appropriate;
- 3.2 be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the consideration and/or adoption of practices to maintain a leadership level of governance practices; and
- 3.3 provide feedback to the General Counsel and Corporate Secretary and act as a sounding board relating to issues related to the self-dealing provisions under the *Bank Act*, the complaint handling process and ethical issues, including the code of conduct, and matters of corporate governance relating to the Committee.

4.0 Human Resources Committee

In addition to the duties set out above in Section 1.0, the Chair of the Human Resources Committee will:

- 4.1 provide support to the investigation of a reported ethical issue, as appropriate; and
- 4.2 provide feedback to the Executive Vice President, Human Resources and Corporate Communications and act as a sounding board relating to issues related to executive compensation and succession planning.

5.0 Risk Committee

In addition to the duties set out above in Section 1.0, the Chair of the Risk Committee will provide feedback to the Chief Risk Officer and act as a sounding board relating to issues related to risk management and risk appetite.